

SENATE MOTION

MADAM PRESIDENT:

I move that Senate Bill 450 be amended to read as follows:

- 1 Page 33, between lines 8 and 9, begin a new paragraph and insert:
- 2 "SECTION 40. IC 23-15-1-1, AS AMENDED BY P.L.106-2008,
- 3 SECTION 50, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE
- 4 JULY 1, 2009]: Sec. 1. (a) Except as otherwise provided in section 2
- 5 of this chapter,
- 6 (1) a person **or general partnership** conducting or transacting
- 7 business in Indiana under a name, designation, or title other than
- 8 the real name of the person **or general partnership** conducting
- 9 or transacting ~~such the~~ business
- 10 (2) a corporation conducting business in Indiana under a name;
- 11 designation; or title other than the name of the corporation as
- 12 shown by its articles of incorporation;
- 13 (3) a foreign corporation conducting business in Indiana under a
- 14 name; designation; or title other than the name of the foreign
- 15 corporation as shown by its application for certificate of authority
- 16 to transact business in Indiana;
- 17 (4) a limited partnership conducting business in Indiana under a
- 18 name; designation; or title other than the name of the limited
- 19 partnership as shown by its certificate of limited partnership;
- 20 (5) a foreign limited partnership conducting business in Indiana
- 21 under a name; designation; or title other than the name of the
- 22 limited partnership as shown by its application for registration;
- 23 (6) a limited liability company conducting business in Indiana
- 24 under a name; designation; or title other than as shown by its
- 25 articles of organization;
- 26 (7) a foreign limited liability company conducting business in
- 27 Indiana under a name; designation; or title other than the name of
- 28 the limited liability company as shown by its application for
- 29 registration;
- 30 (8) a limited liability partnership conducting business in Indiana
- 31 under a name; designation; or title other than the name of the

limited liability partnership as shown by its application for registration; and

(9) a foreign limited liability partnership conducting business in Indiana under a name, designation, or title other than the name of the limited liability partnership as shown by its application for registration;

shall file for record, in the office of the recorder of each county in which a place of business or an office of the person ~~limited partnership~~, foreign limited partnership, limited liability company, foreign limited liability company, corporation, or foreign corporation or **general partnership** is situated, a certificate stating the assumed name or names to be used and ~~in the case of a person~~, the full name and address of the person **or general partnership** engaged in or transacting business. ~~or, in the case of a corporation, foreign corporation, limited liability company, foreign limited liability company, limited partnership, or foreign limited partnership, the full name and the address of the corporation's, limited liability company's, or limited partnership's principal office in Indiana.~~

(b) The recorder shall keep a record of the certificates filed under this section and shall keep an index of the certificates showing, in alphabetical order, the names of the persons ~~the names of the partnerships, the names of the limited liability companies, the corporate names of the corporations and general partnerships~~ having such certificates on file in the recorder's office, and the assumed name or names which they intend to use in carrying on their businesses as shown by the certificates.

(c) Before the dissolution of any business for which a certificate is on file with the recorder, the person ~~limited liability company, partnership, or corporation or general partnership~~ to which the certificate appertains shall file a notice of dissolution for record in the recorder's office.

(d) The county recorder shall charge a fee in accordance with IC 36-2-7-10 for each certificate, notice of dissolution, and notice of discontinuance of use filed with the recorder's office and recorded under this chapter. The funds received shall be receipted as county funds the same as other money received by the recorders.

(e) ~~A corporation, limited liability company, or limited partnership subject to this chapter~~ **Except as provided in section 2 of this chapter:**

(1) a corporation conducting business in Indiana under a name, designation, or title other than the name of the corporation as shown by its articles of incorporation;

(2) a foreign corporation conducting business in Indiana under a name, designation, or title other than the name of the foreign corporation as shown by its application for a certificate of authority to transact business in Indiana;

(3) a limited partnership conducting business in Indiana

under a name, designation, or title other than the name of the limited partnership as shown by its certificate of limited partnership;

(4) a foreign limited partnership conducting business in Indiana under a name, designation, or title other than the name of the limited partnership as shown by its application for registration;

(5) a limited liability company conducting business in Indiana under a name, designation, or title other than as shown by its articles of organization;

(6) a foreign limited liability company conducting business in Indiana under a name, designation, or title other than the name of the limited liability company as shown by its application for registration;

(7) a limited liability partnership conducting business in Indiana under a name, designation, or title other than the name of the limited liability partnership as shown by its application for registration; and

(8) a foreign limited liability partnership conducting business in Indiana under a name, designation, or title other than the name of the limited liability partnership as shown by its application for registration;

shall in addition to filing the certificate provided for in subsection (a), file with the secretary of state a copy of each certificate: a certificate stating the assumed name or names to be used and the full name and address of the corporation's, limited partnership's, limited liability company's, or limited partnership's, foreign or domestic, principal office in Indiana.

(f) A person, **general partnership, corporation, limited partnership,** limited liability company, or ~~corporation~~ **limited liability partnership, foreign or domestic,** that has filed a certificate of assumed business name or names under subsection (a) or (e) may file a notice of discontinuance of use of assumed business name or names with the secretary of state ~~and~~ **or** with the recorder's office in which the certificate was filed or transferred. The secretary of state ~~and~~ **or** the recorder shall keep a record of notices filed under this subsection.

(g) ~~A corporation or limited partnership, domestic or foreign, that is subject to this chapter and that does not have a place of business or an office in Indiana, shall file the certificate required under subsection (a) in the office of the recorder of the county where the corporation's or limited partnership's registered office is located. The certificate must state the assumed name or names to be used, the name of the registered agent, and the address of the registered office. The corporation or limited partnership must comply with the requirements in subsection (e).~~

(g) **This subsection applies to a foreign or domestic corporation, limited partnership, limited liability company, or limited liability**

partnership that, before July 1, 2009:

(1) filed a certificate stating the assumed name or names to be used in carrying out the entity's business; and

(2) filed the certificate:

(A) with the secretary of state; and

(B) in the recorder's office.

The entity shall file a notice of dissolution or notice of discontinuance of use of the assumed business name or names with the secretary of state and with the recorder's office in which the certificate was filed or transferred.

(h) The secretary of state shall collect the following fees when a copy of a certificate is filed with the secretary of state under subsection (e):

(1) A fee of:

(A) twenty dollars (\$20) for an electronic filing; or

(B) thirty dollars (\$30) for a filing other than an electronic filing;

from a corporation (other than a nonprofit corporation), limited liability company, or a limited partnership.

(2) A fee of:

(A) ten dollars (\$10) for an electronic filing; or

(B) twenty-six dollars (\$26) for a filing other than an electronic filing;

from a nonprofit corporation.

The secretary of state shall prescribe the electronic means of filing certificates for purposes of collecting fees under this subsection. A fee collected under this subsection is in addition to any other fee collected by the secretary of state."

Renumber all SECTIONS consecutively.

(Reference is to SB 450 as printed February 13, 2009.)

Senator BRAY